

Exhibit A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W. R. GRACE & CO., et al., ¹) Case No. 01-01139 (KJC)
) (Jointly Administered)
Debtors.)
) Re docket no. _____
) Hearing Agenda item no. _____

**PROTECTIVE ORDER AUTHORIZING THE DEBTORS TO FILE UNDER SEAL
THEIR MOTION FOR ENTRY OF AN ORDER AUTHORIZING, BUT NOT
REQUIRING, THE DEBTORS (A) TO PARTICIPATE IN A COMPETITIVE AUCTION
AND (B) IF SELECTED AS THE WINNING BIDDER, TO CONSUMMATE A
PROPOSED ACQUISITION**

Upon consideration of the *Motion for Entry of a Protective Order Authorizing the Debtors to File Under Seal Their Motion for Entry of an Order Authorizing, But Not Requiring, the Debtors (A) to Participate in a Competitive Auction and (B) If Selected as the Winning Bidder, to Consummate a Proposed Acquisition* (the “Motion”), it appearing that the relief requested is in the best interests of the Debtors, their estates, their creditors, and other parties in

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company and H-G Coal Company.

interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:²

1. The Motion is granted in its entirety.
2. The Debtors are authorized to file under seal:
 - The *Debtors' Motion for Entry of an Order Authorizing, But Not Requiring, the Debtors (A) to Participate in a Competitive Auction and (B) If Selected as the Winning Bidder, to Consummate a Proposed Acquisition* (the "Proposed Acquisition Motion") for the purchase from Seller (if Seller selects Grace as the winning bidder) of certain assets (the "Proposed Transaction");
 - The declaration of John James O'Connell III (the "O'Connell Declaration") in support of the Proposed Transaction, which is attached to the Proposed Acquisition Motion as Exhibit B; and
 - Any further documentation filed in support of the Proposed Acquisition Motion on or before entry of an order authorizing the relief sought in the Proposed Acquisition Motion (the "Supplemental Filings").
3. The Debtors shall serve the Proposed Acquisition Motion, the O'Connell Declaration, and the Supplemental Filings (if any) on the Office of the United States Trustee and the Asbestos PI Committee, the Asbestos PD Committee, the Asbestos PI FCR, the Asbestos PD FCR, the Unsecured Creditors' Committee, and the Equity Committee (collectively, the "Committees").
4. Any pleadings filed by any of the Committees or any other party-in-interest shall be filed under seal in their entirety.

² Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

6. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of Fed. R. Bankr. P. 6004(a) and the local rules of the Court are satisfied by such notice.

7. Unless specifically provided otherwise in this Order, all time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

8. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

9. This Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing and shall not be stayed under Fed. R. Bankr. P. 7062, Fed. R. Bankr. P. 6004(h), Fed. R. Bankr. P. 9014, or otherwise.

Dated: _____, 2013

Honorable Kevin J. Carey
United States Bankruptcy Judge